

## REQUIREMENTS FOR QUALIFICATION OF FOREIGN PROFESSIONAL CORPORATIONS

Professional corporations organized under the laws of another state or country and authorized to qualify to transact business in California pursuant to the Business and Professions Code (currently, this authority includes only the professions of law and accountancy) must file with the California Secretary of State a signed statement setting forth the information prescribed by California Corporations Code Sections 2105 and 13404.5. A Statement and Designation by Foreign Corporation form for compliance with these requirements is attached.

An **original** certificate by an authorized public official of the state or place of incorporation, to the effect that the corporation is an existing corporation in good standing status in that state or place, must be attached to the Statement and Designation by Foreign Corporation form at the time of filing. A certified copy of the Articles of Incorporation does not meet statutory requirements and cannot be accepted in lieu of the required original certificate.

Upon the filing of the required form, a Certificate of Qualification will be issued to the corporation. The certificate is issued only at the time of qualification and **WILL NOT BE REISSUED IF LOST OR MISPLACED**.

THE FEE FOR FILING THE STATEMENT AND DESIGNATION BY FOREIGN CORPORATION FORM IS \$100.00.

**PLEASE NOTE:** Corporations qualified to transact intrastate business in California are subject to California corporation franchise tax requirements as provided by the Revenue and Taxation Code until such time as they formally surrender their right to transact intrastate business. Questions regarding franchise tax requirements must be directed to the Franchise Tax Board at 1-800-852-5711.

A \$15.00 **special handling fee** is applicable for expedited processing of documents delivered in person at the public counter in the Sacramento Headquarters Office or in any of the branch offices located in Fresno, Los Angeles, San Diego and San Francisco. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be **RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED**. The special handling fee does not apply to documents submitted by mail.

Documents can be mailed or hand delivered for over the counter processing to the Sacramento Headquarters Office at:

Business Programs Division  
1500 11th Street  
Sacramento, CA 95814  
Attention: Document Filing Support Unit

(916) 653-2318

### OR

can be hand delivered for over the counter processing to any of the branch offices located in:

- ♦ Fresno (559) 243-2100  
2497 West Shaw, Suite 101  
Fresno, CA 93771
- ♦ Los Angeles (213) 897-3062  
The Ronald Reagan Building  
12<sup>th</sup> Floor South Tower, Room 125113  
300 South Spring Street  
Los Angeles, CA 90013-1233
- ♦ San Diego (619) 525-4113  
1350 Front Street, Suite 2060  
San Diego, CA 92101-3690
- ♦ San Francisco (415) 557-7047  
455 Golden Gate, Suite 7300  
San Francisco, CA 94102-3660

**NOTE:**

- Cash is not accepted in the Los Angeles or San Diego branch offices.
- Duplicate original documents must be submitted when filing in any of the branch offices.
- Branch offices do not process mailed in documents.

## INSTRUCTIONS:

1. To qualify to transact intrastate business in California the attached Statement and Designation by Foreign Corporation form must be completed with the information called for in the form itself. The information **must** be typed with letters in dark contrast to the paper. Documents submitted with poor microfilm characteristics will be returned unfiled.
2. There must be annexed to the Statement and Designation, an **original** certificate by an authorized public official of the state or place of incorporation of the corporation, to the effect that the corporation making the statement is an existing corporation in good standing in that state or place.
3. No domestic corporation may be designated as agent for service of process unless it has filed with the Secretary of State the certificate provided for by Section 1505, California Corporations Code (CCC), and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the Secretary of State of the State of California the certificate provided for by Section 1505, CCC. A domestic or foreign corporation must be currently authorized to engage in business in this State and be in good standing status on the records of the Secretary of State of the State of California in order to file a certificate pursuant to this section.

**NOTE:** A CORPORATION CANNOT ACT AS AGENT FOR ITSELF FOR SERVICE OF PROCESS.

4. If a corporation is required to qualify under an assumed name (name other than the true corporate name) pursuant to Section 2106(b), CCC, then in the first line of the statement set out the correct corporate name, followed by "which will do business in California as \_\_\_\_\_," setting forth the assumed name in the space indicated. The assumed name should not be set out in connection with the corporate name anywhere else in the statement.

**NOTE:** If the corporation changes its name the corporation must file an Amended Statement by Foreign Corporation. A form may be obtained from the California Secretary of State.

**Please refer to Section 13401, California Corporations Code, for the definition of a foreign professional corporation.**

**Not all foreign professional corporations have been authorized to qualify to transact business in California. For verification as to the acceptability of a particular profession please contact the California State Board or Agency having jurisdiction over that profession.**

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name as well as your own name, telephone number and return address.

PROFESSIONAL

## STATEMENT AND DESIGNATION BY FOREIGN CORPORATION

\_\_\_\_\_  
(Name of Corporation)  
\_\_\_\_\_, a corporation organized and existing under the  
laws of \_\_\_\_\_, makes the following statements and designation:  
(State or Place of Incorporation)

1. The address of its principal executive office is \_\_\_\_\_  
\_\_\_\_\_.
2. The address of its principal office in the State of California is \_\_\_\_\_  
\_\_\_\_\_.
3. This corporation is a foreign professional corporation within the meaning of Part 4, Division 3, Title 1, California Corporations Code.
4. The purpose of the corporation is to engage in the profession of \_\_\_\_\_.
5. The shareholders of this corporation shall be subject, with regard to the rendering of professional services by the professional corporation in California, or for California residents, to the same degree of personal liability, if any, in California as is from time to time prescribed by the agency governing the profession in this state for shareholders in a California professional corporation rendering services in the same profession. This application accordingly constitutes a submission to the jurisdiction of the courts of California to the same extent, but only to the same extent, as applies to the shareholders of a California professional corporation in the same profession. The foregoing submission to jurisdiction is a condition of qualification to do business in this state.

### DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete Either Item 6 or Item 7)

6. (Use this paragraph if the process **agent is a natural person.**)

\_\_\_\_\_, a natural person residing in the State of California,  
whose complete address is \_\_\_\_\_  
is designated as agent upon whom process directed to this corporation may be served within the State of California, in the manner provided by law.

7. (Use this paragraph if the process **agent is a corporation.**)

\_\_\_\_\_, a corporation organized and existing  
under the laws of \_\_\_\_\_, is designated as agent upon whom process directed  
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE:** Corporate agents must have complied with Section 1505, California Corporations Code, prior to designation.

8. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

\_\_\_\_\_  
(Signature of Corporate Officer)

\_\_\_\_\_  
(Typed Name and Title of Officer Signing)